

EXHIBIT A

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

RESIDENTIAL CAPITAL, LLC, *et al.*

)
) Chapter 11
)
) Case No. 12-12020 (MG)
) Jointly Administered
)

**[PROPOSED] ORDER AUTHORIZING PEPPER HAMILTON LLP TO FILE
ITS RESPONSE TO UNITED STATES TRUSTEE'S OBJECTION
TO FEE APPLICATION UNDER SEAL**

Upon consideration of the ex parte motion (the "Motion") of Pepper Hamilton LLP ("Pepper"), seeking entry of an order (this "Order") pursuant to Bankruptcy Rules 9018 and 9037 and 12 C.F.R. 261.2 *et seq.* authorizing it to file under seal its response to the objection of the United States Trustee to Pepper's first interim fee application (the "Response"), as more fully set forth in the Motion; and the Court having found it has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; and the Court having found this is a core proceeding pursuant to 28 U.S.C. § 157(b); and the Court having found venue in this District is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and the form and manner of notice of the Motion being good, sufficient, and appropriate under the circumstances such that no other or further notice need be provided or is necessary; and the legal and factual bases set forth in the Motion establishing just cause for the relief granted herein; and the Court having found that the Response constitutes Confidential Supervisory Information within the meaning of 12 C.F.R. 261.2; and after due deliberation and sufficient cause appearing therefor; IT IS HEREBY ORDERED THAT:

1. The Motion is granted to the extent provided herein;

2. Pepper is authorized to file the Response under seal. The Response shall remain under seal and confidential and shall be made available only to the Court and the Office of the United States Trustee.

3. Pepper is authorized to take all actions necessary to effectuate the relief granted pursuant to this Order.

4. Notwithstanding anything contained in the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure or the Local Bankruptcy Rules of the Southern District of New York, the terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

5. At the conclusion of this case, all copies of the Response shall be returned to Pepper for disposal.

6. This Order is without prejudice to the rights of any party in interest, or the United States Trustee, to seek to unseal the Response or any part of it; *provided, however*, that any party seeking to do so shall first give notice to the office of the general counsel of the Board of Governors of the Federal Reserve System (the “Board of Governors”) so that the Board of Governors may take appropriate steps to seek to protect the confidentiality of the information in the Response.

7. The Court retains jurisdiction with respect to all matters arising from or related to the implementation or enforcement of this Order.

Dated: _____, 2013
New York, New York

Hon. Martin Glenn
United States Bankruptcy Judge